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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re	:
	:
	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	:
	:
	Case No. 18-23538 (RDD)
	:
Debtors.¹	:
	(Jointly Administered)
-----X	

**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON NOVEMBER 27, 2018 AT 1:30 P.M.**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Location of Hearing: United States Bankruptcy Court for the Southern District of New York,
before the Honorable Robert D. Drain, United States Bankruptcy Judge,
300 Quarropas Street, White Plains, New York 10601

I. CONTESTED MATTERS:

1. Debtors' Motion for Authority to (A) Obtain Postpetition Financing, (B) Use Cash Collateral, (C) Grant Certain Protections to Prepetition Secured Parties, and (D) Schedule Second Interim Hearing and Final Hearing **[ECF No. 7]**

Response Deadline: November 15, 2018 at 4:00 p.m.

Responses Filed:

- A. Limited Objection of Clover Technologies Group, LLC **[ECF No. 212]**
- B. Objection and Reservation of Rights of Phillips Edison & Company and Levin Management Corporation **[ECF No. 318]**
- C. Limited Objection of Yang Ming **[ECF No. 329]**
- D. Limited Objection of Cross Country Home Services, Inc. **[ECF No. 532]**
- E. Limited Objection of the NW Properties Landlords **[ECF No. 537]**
- F. Response and Reservation of Rights of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent **[ECF No. 547]**
- G. Limited Objection of Cape Town Plaza LLC, New Westgate Mall LLC, Stag IV Cheektowago, LLC, OND Property, LLC, R.K. Hooksett, LLC and R.K. Associates #5, Inc. to Entry of Final Dip Order **[ECF No. 548]**
- H. Limited Objection of Relator Carl Ireland, Administrator of the Estate of James Garbe **[ECF No. 550]**
- I. Limited Objection of Community Unit School District 300 **[ECF No. 557]**
- J. Limited Objection and Reservation of Rights of Simon Property Group, L.P. **[ECF No. 608]**
- K. Limited Objection of Aviation Mall Newco, LLC, Holyoke Mall Company L.P., JPMG Manassas Mall Owner LLC, Poughkeepsie Galleria LLC, Salmon Run Shopping Center L.L.C., S&R

Company of West Seneca Newco LLC and DGI LS, LLC [ECF No. 610]

- L. Limited Objection and Reservation of Washington Prime Group Inc. [ECF No. 616]
- M. Joinder of the Taubman Landlords in the Limited Objection of the NW Properties [ECF No. 625]
- N. Limited Objection of Federal Realty Investment Trust, Acadia Realty Limited Partnership, PGIM Real Estate, Pacific Retail Group, WBCMT 2007-C33 Independence Center LLC, Starwood Retail Partners LLC, Kravco Company, Brixmor Operating Partnership, L.P., Weitzman, Helios IV, LLC, Passco Hanford Mall, LLC, Centennial Real Estate Co., C. E. Johns Company, Inc., Gem Realty Capital, Inc., GS Pacific ER, LLC, The Macerich Company, Vintage Real Estate, LLC, White Plains Galleria Limited Partnership, C.J. Segerstrom & Sons, Heidenberg Properties, S-Tract LLC, and FBA Holdings, Inc.[ECF No. 636]
- O. Joinder of CAPREF Burbank LLC to Landlord Objections [ECF No. 656]
- P. Objection of CBL & Associates Management, Inc. [ECF No. 720]
- Q. Amended Limited Objection of American Greetings Corporation [ECF No. 733]
- R. Limited Objection and Joinder by Serta Simmons Bedding, LLC, Serta, Inc., Simmons Bedding Company, LLC and SSB Manufacturing Company to Cross Country Home Services, Inc. [ECF No. 734]
- S. Omnibus Objection of the Official Committee of Unsecured Creditors [ECF No. 740]
- T. Limited Objection of Benderson Development Company LLC, Brookfield Properties Retail Group, Gregory Greenfield & Associates, Ltd., LBA Realty LLC, Nassimi Realty LLC, Radiant Partners LLC, Realty Income Corp., Regency Cetners Corp., Shopcore Properties, L.P., Site Centers Corp., Sun Valley, Ltd., TLM Realty Corp., and Weingarten Realty Investors [ECF No. 755]
- U. Objection of Luxottica Retail North America Inc. [ECF No. 757]
- V. Objection of Midwood Management Corp. [ECF No. 767]

- W. Response of Allure Gems, LLC [ECF No. 781]
- X. Supplement to Limited Objection of Community Unit School District 300 [ECF No. 805]
- Y. Joinder of Sakar International Inc. [ECF No. 808]
- Z. Limited Objection of SHLD Lendco, LLC [ECF No. 822]
- AA. Limited Objection of Mien Co., Ltd. [ECF No. 883]
- BB. Supplemental Objection of the Official Committee of Unsecured Creditors [ECF No. 884]

Resolved Responses:

- CC. Objection of Texas Taxing Entities [ECF No. 526]
- DD. Objection of the Local Texas Tax Authorities [ECF No. 570]
- EE. Limited Objection of the Chubb Companies [ECF No. 821]

Related Documents:

- FF. Debtors' Omnibus Reply [ECF No. 864]
- GG. Debtors' Supplemental Motion for Authority to (I) Obtain Junior Postpetition Financing and (II) Schedule Final Hearing [ECF No. 872]
- HH. Supplemental Aebersold Declaration [ECF No. 865]
- II. Supplemental Riecker Declaration [ECF No. 866]
- JJ. Declaration of Brandon Aebersold [ECF No. 9]
- KK. Declaration of Mohsin Y. Meghji [ECF No. 10]
- LL. Notice of Filing of Term Sheet Regarding Junior Secured Debtor-In-Possession Multiple Draw Term Loan Facility [ECF No. 735]
- MM. Notice of Filing of Superpriority Senior Secured Debtor-In-Possession Asset-Based Credit Agreement [ECF No. 744]
- NN. Notice of Filing of Superpriority Junior Lien Secured Debtor-In-Possession Credit Agreement [ECF No. 881]

OO. Notice of Filing of Amended Superpriority Senior Secured Debtor-
In-Possession Asset-Based Credit Agreement **[ECF No. 885]**

Status: This matter is going forward on a contested basis.

2. Motion of Debtors For Authority to (I) Continue Using Existing Cash Management System, Bank Accounts, and Business Forms, (II) Implement Ordinary Course Changes to Cash Management System, (III) Continue Intercompany Transactions, and (IV) Provide Administrative Expense Priority for Postpetition Intercompany Claims and Related Relief **[ECF No. 5]**

Response Deadline: November 8, 2018 at 4:00 p.m.

Response Filed:

- A. Omnibus Objection of the Official Committee of Unsecured Creditors **[ECF No. 740]**

Related Documents:

- B. Interim Order **[ECF No. 102]**
- C. Notice of Adjournment of Hearing **[ECF No. 663]**

Status: This matter is going forward on a contested basis.

3. Motion of ESL Investments, Inc. for the Entry of an Order Pursuant to Bankruptcy Code Section 105 and Federal Rules of Bankruptcy Procedure 2004, 9006, and 9016 Authorizing Expedited Discovery of the UCC and the Subcommittee **[ECF No. 854]**

Response Deadline: November 8, 2018 at 4:00 p.m.

Responses Filed:

- A. Response of Restructuring Subcommittee [ECF No. 873]
- B. Limited Objection of the Official Committee of Unsecured Creditors [ECF No. 875]

Related Documents: None.

Status: This matter is going forward on a contested basis.

Dated: November 26, 2018
New York, New York

/s/ Sunny Singh
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